

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 3
2. AMENDMENT/MODIFICATION NO. 0088	3. EFFECTIVE DATE 09/30/2019	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
6. ISSUED BY Strategic Petroleum Reserve Project SPRO U.S. Department of Energy 900 Commerce Road East US 492 New Orleans LA 70123	CODE 892435	7. ADMINISTERED BY (If other than Item 6) SPRO U.S. Department of Energy SPRO 900 Commerce Road East US 492 New Orleans LA 70123	CODE 01601
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) Fluor Federal Petroleum Operations, LLC Attn: Paul Avery 850 S Clearview Pkwy New Orleans LA 701233401		(x) 9A. AMENDMENT OF SOLICITATION NO.	
CODE 078490442 FACILITY CODE		9B. DATED (SEE ITEM 11)	
		x 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-FE0011020	
		10B. DATED (SEE ITEM 13) 09/18/2013	

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers is extended. is not extended.
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or electronic communication which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by letter or electronic communication, provided each letter or electronic communication makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)
R799

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) See Block 14

E. IMPORTANT: Contractor is not is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)


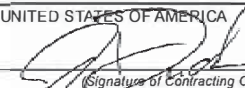
Pursuant to the authority Clauses H.2 Modification Authority, H.21 Work Authorization Directives, H. 13 Technical Direction DEAR 952.242-70, and mutual-agreement of the parties, the following changes are incorporated.
Reference Section B.

A. Reference Section B, B.2(b)(3) - Total Available Award Fee: The Fiscal Year 2020 Annual Fee Base is changed to \$322,602,166, Maximum Available Fee is changed to \$13,836,074, the Fee Percent is changed to 89.9, and the Total Available Award Fee is changed to \$12,436,991.

B. Reference Section B, B.4 - Obligation of Funds: The amount of funding obligated under this contract is updated to reflect funding to date of \$1,972,627,953.11.

Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9 A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) PAUL M. AVERY SR. CONTRACTS MANAGER	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Justin D. Dudenhefer
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 10.31.2019
16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 10/31/2019

Previous edition unusable

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-FE0011020/0088

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NAME OF OFFEROR OR CONTRACTOR
Fluor Federal Petroleum Operations, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>C. Reference Section B, B.6 - Contract Value: The contract value is revised to adjust the Fiscal Year 2020 estimated costs to incorporate the FY 2020 Annual Operating Plan at the Level I funding level, plus the estimated costs for Petroleum Acquisition and Transportation, Northeast Gasoline Supply Reserve, and the Northeast Home Heating Oil Reserve and the estimated costs for the Life Extension 2 Program. The total estimated costs for FY 2020 are \$346,408,896, the estimated cost of \$333,971,905 plus the total available award fee of \$12,436,991. The total contract value is decreased by \$100,325,049 from \$2,776,149,645 to \$2,675,824,596. (See Section B attached.)</p> <p>Reference Section J.</p> <p>A. Reference Section J, Attachment B - Work Authorization Directives (WADs): The Fiscal Year 2020 WADs for the period October 1, 2019 through September 30, 2020, dated September 30, 2019, are hereby incorporated.</p> <p>B. Reference Section J, Attachment F - List of Applicable DOE/SPRPMO Directives: The Directives List is revised to incorporate the following changes:</p> <ol style="list-style-type: none"> 1. Added DOE O 205.1C (5/15/19) - Department of Energy Cyber Security Program. This replaces DOE O 205.1B. 2. Added DOE O 442.1B (1/31/19) - Department of Energy Employee Concerns Program. This replaces DOE O 442.1A. <p>Delivery Location Code: 01601 SPRO U.S. Department of Energy SPRO 900 Commerce Road East US 492 New Orleans LA 70123</p> <p>Payment: OR for SPRO U.S. Department of Energy Oak Ridge Financial Service Center P.O. Box 6017 Oak Ridge TN 37831</p> <p>Continued ...</p>				

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-FE0011020/0088

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NAME OF OFFEROR OR CONTRACTOR
Fluor Federal Petroleum Operations, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Fund: 00000 Appr Year: 0000 Allottee: 00 Report Entity: 000000 Object Class: 00000 Program: 0000000 Project: 0000000 WFO: 0000000 Local Use: 0000000 FOB: Destination Period of Performance: 04/01/2014 to 03/31/2024				

PART I -THE SCHEDULE

SECTION B

SUPPLIES OR SERVICES AND PRICES/COSTS

PART I -THE SCHEDULE

SECTION B

SUPPLIES OR SERVICES AND PRICES/COSTS

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SECTION B

SUPPLIES OR SERVICES AND PRICES/COSTS

B.1 SERVICES BEING ACQUIRED

The Contractor shall, in accordance with the terms of this contact, provide the personnel, equipment, materials, supplies, and services (except as may be furnished by the Government) and otherwise do all things necessary for, or incident to managing and operating, in an efficient and effective manner, the Government-owned Strategic Petroleum Reserve (SPR), including operating and maintaining the facilities and related systems, located in Louisiana and Texas, as described in Section C, Performance Work Statement (PWS), or as may be directed by the Contracting Officer within the scope of this Contract.

B.2 TRANSITION COST AND TOTAL AVAILABLE AWARD FEE

(a) Transition Cost

The transition activities shall be conducted during the period specified in the clause in Section F entitled "Period of Performance" and shall be performed in accordance with the clause in Section H entitled "Transition Activities" on a cost-reimbursement basis, and no fee shall be paid for these activities. The estimated transition costs are \$1,714,103.

(b) Total Available Award Fee

- (1) The annual fee base is estimated in accordance with DEAR 970.1504-1, including estimated exclusions, adjustments, and classification factors. In the event the annual fee base deviates by more than plus or minus 15% for any fiscal year from the annual fee base set forth in Column B of the chart below, a new total available award fee for the fiscal year will be calculated by multiplying the maximum available fee for the revised annual fee base by the percentage set forth in Column D below.
- (2) All fee for this contract is performance based. There is no base fee for this contract. The Available Award Fee will be negotiated annually (or any other period as may be mutually agreed to between the parties) between the Contractor and the Government. The Available Award Fee will be equal to or less than the Total Available Award Fee offered set forth in Column E. The Available Award Fee shall be established considering the level of complexity, difficulty, cost effectiveness, and risk associated with specific objectives/incentives defined in the Performance Evaluation and Measurement Plan (PEMP). Higher or lower levels of complexity, difficulty, cost effectiveness, and risk will correspondingly allow a higher or lower available award fee. In the event the parties are unable to reach

agreement on the Available Award Fee amount, the Government reserves the right to unilaterally establish the Available Award Fee amount.

- (3) The total available award fee for the base period of the contract and the option period, if exercised, is shown below.

A	B	C	D	E
Fiscal Year	Annual Fee Base	Maximum Available Fee	Fee Percent	Total Available Award Fee
FY 2014 (6-months)	\$58,805,864	\$4,437,779	94.0	\$4,171,512
FY 2015	\$127,918,868	\$9,197,264	90.2	\$8,295,932
FY 2016	\$129,557,963	\$9,199,561	88.8	\$8,169,210
FY 2017	\$128,735,855	\$9,158,721	87.1	\$7,977,246
FY 2018	\$220,061,467	\$11,554,075	¹ 90.6	\$10,463,038
FY 2019	\$258,374,144	\$12,019,556	¹ 88.3	\$10,617,153
FY 2020	\$322,602,166	\$13,836,074	¹ 89.9	\$12,436,991
FY 2021	\$460,684,745	\$14,665,190	¹ 91.3	\$13,391,594
FY 2022	\$371,000,800	\$13,892,684	¹ 90.0	\$12,505,574
FY 2023	\$233,737,361	\$11,692,653	¹ 86.5	\$10,114,838
FY 2024 (6-months)	<u>\$86,723,473</u>	<u>\$5,309,632</u>	<u>¹84.1</u>	<u>\$4,467,445</u>

- (4) At the end of each performance period (fiscal year) specified above, there shall be no adjustment in the amount of total available award fee based on differences between the annual fee base and the actual fee base resulting from performance of the work. Total Available Award Fee is subject to adjustment only under the provisions of the clause in Section I entitled FAR 52.243-2 "Changes – Cost Reimbursement"; and, for the circumstances in Paragraph (1) above.

B.3 AVAILABILITY OF APPROPRIATED FUNDS

The duties and obligations of the Government hereunder calling for the expenditure of appropriate funds shall be subject to the availability of funds appropriated by the Congress, which the DOE may legally spend for such purchases.

B.4 OBLIGATION OF FUNDS

Pursuant to the Section I Clause DEAR 970.5232-4 entitled "Obligation of Funds," the total amount obligated by the Government with respect to this contract is \$1,972,627,953.11.

¹IAW agreed to LE 2 fee approach. Facilities maximum fee FY18 88.3%, FY19 84.8%, FY20 83.9%, FY21 83.4%, FY22 82.8%, FY23 82.3%, FY24 83.1%. LE 2 maximum fee for FY18 to FY24 is 95%.

B.5 SINGLE FEE

If the Contractor is part of a consortium, joint venture, and/or other teaming arrangement, as described in FAR Subpart 9.6, the team shall share in this contract fee structure. Separate additional subcontractor fee shall not be considered in an allowable cost under the contract if a subcontractor is a team member or, supplier, or lower-tier subcontractor is a wholly owned, majority owned, or affiliate of any team member, any fee or profit earned by such entity shall not be considered an allowable cost under this contract unless otherwise approved by the Contracting Officer.

The subcontractor fee restriction in the paragraph above does not apply to members of the Contractor's team that are: (1) small business(es); (2) protégé firms as part of an approved mentor-protégé relationship; (3) subcontractors under a competitively awarded firm-fixed-unit-price subcontract; or (4) commercial items as defined in FAR Subpart 2.1, Definitions of Words and Terms.

B.6 CONTRACT VALUE

The contract value, consisting of the estimated costs and total available fee, by fiscal year (base period) is set forth below.

Fiscal Year	Estimated Costs	Available Award Fee	TOTAL
Transition Period (60 days) (02/01/14– 03/31/14)	\$0	\$0	\$0
FY 2014 (6 mos.)	\$62,336,127	\$3,567,202	¹ \$65,903,329
FY 2015	\$135,959,596	\$7,948,220	¹ \$143,907,816
FY 2016	\$152,347,025	\$7,503,419	¹ \$159,850,444
FY 2017	\$156,984,812	\$8,517,561	¹ \$165,502,373
FY 2018	\$197,944,524	\$9,743,406	¹ \$207,687,930
FY 2019	\$332,464,468	² \$10,617,153	\$343,081,621
FY 2020	\$333,971,905	\$12,436,991	\$346,408,896
FY 2021	\$473,111,792	\$13,391,594	\$486,503,386
FY 2022	\$384,700,198	\$12,505,574	\$397,205,772
FY 2023	\$249,271,252	\$10,114,838	\$259,386,091
FY 2024 (6 mos.)	\$95,919,494	\$4,467,445	\$100,386,939
TOTAL Contract Value	<u>\$2,575,011,193</u>	<u>\$100,813,403</u>	<u>\$2,675,824,596</u>

B.7 CONTRACT TYPE

This is a Cost-Plus-Award-Fee Performance-Based Contract.

¹ Fiscal Year Total reflects actual costs and earned award fee.

² Negotiated Available Award Fee

PART III – LIST OF DOCUMENTS, EXHIBITS, AND OTHER ATTACHMENTS
SECTION J
LIST OF ATTACHMENTS

ATTACHMENT B - WORK AUTHORIZATION DIRECTIVES

The Fiscal Year 2020 Work Authorization Directives for the period October 1, 2019 through September 30, 2020, dated September 30, 2019 are hereby incorporated by reference. Published WADs are located at:

<https://myspr.spr.doe.gov/PROC/ASD/WADS/Forms/WADS.aspx>

PART III – LIST OF DOCUMENTS, EXHIBITS, AND OTHER ATTACHMENTS
SECTION J
LIST OF ATTACHMENTS

ATTACHMENT F – LIST OF APPLICABLE DOE/SPRPMO DIRECTIVES

Documents are available at:

DOE Directives at: <https://www.directives.doe.gov>.

SPRPMO Directives are available in SharePoint at: <https://myspr.spr.doe.gov/dc/Directives/Forms/SPR%20Publications.aspx>

<i>DOE/SPRPMO DIRECTIVES</i>	<i>DATE</i>	<i>TITLE</i>
DOE O 130.1	09/29/95	Budget Formulation Process
DOE O 142.3A	10/14/10	Unclassified Foreign Visits and Assignments
Change 1	01/18/17	
DOE O 150.1A	03/31/14	Continuity Program
DOE O 151.1D	08/11/16	Comprehensive Emergency Management System
DOE O 200.1A	12/23/08	Information Technology Management
Change 1	01/13/17	
DOE O 205.1C	05/15/19	Department of Energy Cyber Security Program
DOE O 206.1	01/16/09	Department of Energy Privacy Program
DOE O 206.2	02/19/13	Identity, Credential and Access Management (ICAM)
DOE O 210.2A	04/08/11	DOE Corporate Operating Experience Program
DOE O 221.1B	09/27/16	Reporting Fraud, Waste, and Abuse to the Office of Inspector General
DOE O 221.2A	02/25/08	Cooperation with the Office of Inspector General
DOE O 225.1B	03/04/11	Accident Investigations
DOE O 226.1B	04/25/11	Implementation of DOE Oversight Policy
DOE O 227.1A	12/21/15	Independent Oversight Program
DOE O 231.1B	06/27/11	Environment, Safety and Health Reporting
Admin Change 1	1/28/12	
DOE O 232.2A	01/17/17	Occurrence Reporting and Processing of Operations Information
DOE O 243.1B	03/11/13	Records Management Program
DOE O 252.1A	02/23/11	Technical Standards
Admin Change 1	03/12/13	

<u>DOE/SPRPMO DIRECTIVES</u>	<u>DATE</u>	<u>TITLE</u>
DOE O 350.1 Change 001 Change 002 Change 003 Change 004 Change 005	09/30/96 05/08/98 11/22/09 02/23/10 04/29/13 09/30/14	Contractor Human Resource Management Programs
DOE O 413.1B Admin Change 1 Change 2 Change 3	10/28/08 10/22/15 05/12/16 12/20/16	Internal Control Program
DOE O 413.3B	11/29/10	Program and Project Management for the Acquisition of Capital Assets
DOE O 414.1D Admin Change 1	04/25/11 05/08/13	Quality Assurance
DOE O 415.1 Admin Change 1 Change 2	12/03/12 01/16/13 01/17/17	Information Technology Project Management
DOE O 420.1C Change 1	12/04/12 02/27/15	Facility Safety
DOE O 422.1 Admin Change 1 Admin Change 2	06/29/10 06/25/13 12/03/14	Conduct of Operations
DOE O 430.1B Change 1 Change 2	09/24/03 02/08/08 04/25/11	Real Property Asset Management
DOE O 436.1	05/02/11	Departmental Sustainability
DOE O 440.2C Admin Change 1	06/15/11 06/22/11	Aviation Management and Safety
DOE O 442.1B	01/31/19	Department of Energy Employee Concerns Program
DOE O 442.2 Change 1	07/29/11 10/04/16	Differing Professional Opinions for Technical Issues Involving Environment, Safety and Health
DOE O 460.1D	12/20/16	Hazardous Materials Packaging and Transportation Safety
DOE O 460.2A	12/22/04	Departmental Materials Transportation and Packaging Management
DOE O 470.3C	11/23/16	Design Basis Threat (DBT)
DOE O 470.4B Admin Change 1 Change 2	07/21/11 02/15/13 01/17/17	Safeguards and Security Program
DOE O 470.5	06/02/14	Insider Threat Program

<u>DOE/SPRPMO DIRECTIVES</u>	<u>DATE</u>	<u>TITLE</u>
DOE O 470.6	09/02/15	Technical Security Program
DOE O 471.1B	03/01/10	Identification and Protection of Unclassified Controlled Nuclear Information
DOE O 471.3 Admin Change 1	04/09/03 01/13/11	Identifying and Protecting Official Use Only Information
DOE O 471.6 Admin Change 1 Admin Change 2	06/20/11 11/23/12 05/15/15	Information Security
DOE O 472.2 Admin Change 1 Change 1	07/27/11 10/08/13 07/09/14	Personnel Security
¹ DOE 473.3A Change 1	01/02/18	Protection Program Operations
DOE O 475.1	12/10/04	Counterintelligence Program
DOE O 475.2B	10/03/14	Identifying Classified Information
DOE O 534.1B	01/06/03	Accounting
DOE O 544.1	10/12/04	Priorities and Allocations Program
DOE O 551.1D Change 2	08/09/16	Official Foreign Travel
DOE O 580.1A Change 1	03/30/12 10/22/12	Department of Energy Personal Property Management Program
DOE O 2340.1C	06/08/92	Coordination of General Accounting Office Activities
DOE 5639.8A	07/23/93	Security of Foreign Intelligence Information and Sensitive Compartmented Information Facilities
DOE 5670.1A	01/15/92	Management and Control of Foreign Intelligence
DOE M 441.1-1	03/07/08	Nuclear Material Packaging Manual
DOE M 471.3-1 Admin Change 1	04/09/03 01/13/11	Manual for Identifying and Protecting Official Use Only Information
SPRPMO O 130.1C	07/16/15	Management and Operating Contractor's Annual Operating Plan Formulation and Execution
SPRPMO O 151.2D	07/17/14	Drawdown Readiness Program
SPRPMO O 200.2B	03/14/16	Information Management Council and Information Technology Planning Committee
SPRPMO O 200.3A	05/04/16	Information Technology Guidance Implementation Process

¹ CRD incorporated IAW DOE Letter 11-SEOD-030 dated 10/19/11.

<u>DOE/SPRPMO DIRECTIVES</u>	<u>DATE</u>	<u>TITLE</u>
SPRPMO O 206.2	06/02/16	Multifactor Authentication
SPRPMO O 206.4A	02/02/15	Background Checks and Badging
SPRPMO O 210.1A	09/22/06	Milestone Control
SPRPMO O 210.3	10/23/13	Strategic Petroleum Reserve Lessons Learned Program
SPRPMO O 220.1F	05/25/16	On-Site Management Appraisals
SPRPMO O 220.2E	09/12/13	Observation Reports
SPRPMO O 226.1C	05/16/14	SPRPMO Oversight Program
SPRPMO O 232.1A	01/22/15	Occurrence Reporting and Processing System
SPRPMO O 410	01/27/14	SPRPMO Configuration Management Program
SPRPMO O 413.2A	11/14/12	Program and Project Management for the Acquisition of Capital Assets
SPRPMO O 413.3A	08/18/16	Crude Oil Quality and Test Criteria
SPRPMO O 414.1D	06/08/15	Quality Assurance
SPRPMO O 416.1B	10/01/15	SPRPMO Petroleum Accountability Order
SPRPMO O 420.1D	08/28/13	Conduct of Operations Requirements for SPR Facilities
SPRPMO O 430.1C	02/16/16	SPRPMO Reliability, Availability and Maintainability Program
SPRPMO O 431.1A	07/25/11	SPR Design Criteria
SPRPMO O 432.1C	01/28/15	SPR Facilities/Equipment Turnover and Startup Procedure
SPRPMO O 433.1B Change 1	12/20/11	Maintenance Management Program
SPRPMO O 434.1C	03/12/08	Recovery Program
SPRPMO O 436.1A	06/22/15	Site Sustainability
SPRPMO O 440.2B	02/27/08	Aviation Implementation Plan
SPRPMO O 440.4	08/16/07	Policy on Preventing Violence in the Workplace
SPRPMO O 451.1D	12/22/10	SPRPMO National Environmental Policy Act (NEPA) Implementation Plan
SPRPMO O 470.4A	03/14/16	SPRPMO Security Order
SPRPMO O 471.2	01/08/14	Reporting Security Incidents (Including Cyber Security)
SPRPMO O 534.1B	08/24/15	Financial Accounting for the SPR Crude Oil Inventory
SPRPMO M 442.1-1A	06/04/02	Employee Concerns Manual
Change 1	08/25/04	
Change 2	08/31/06	
SPRPMO N 413.1A	06/01/16	Project Integrator Roles and Responsibilities
SPRPMO N 450.4	05/18/15	Implementation of Environmental, Safety and Health Contractor Requirements Documents
SPRPMO N 450.12	10/11/17	SPR Environmental, Security, Safety, Health, and Emergency Preparedness Goals, FY 2018